

RECORDATION NO. 29394-A FILED

AUG 04 '10 -4 35 PM

VIA UPS 2ND DAY AIR

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD

AUG 4 2010
7:00 PM
RECEIVED

August 2, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Premier Chemicals, LLC
300 Bar Harbor Dr., #250
Conshohocken, PA 19428

A description of the railroad equipment covered by the enclosed document is for three (3) 5165 cu. ft. capacity covered hopper cars marked FURX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures

(PRCH004)

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ASSGN. NO.: PRCH004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of JUNE 30, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Premier Chemicals, LLC ("Lessee"), a Delaware Limited Liability Company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of JUNE 30, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR
OF DOCUMENTATIONExecuted on this 20th day of July, 2010.

[CORPORATE SEAL]

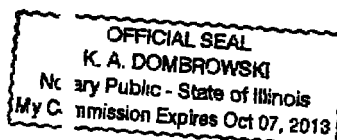
STATE OF ILLINOISCOUNTY OF COOK

I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of July, 2010.

K. A. Dombrowski
Notary Public

My Commission Expires:

10-7-2013
(Notary Public)

LESSEE:

PREMIER CHEMICALS LLC

ATTEST:

By: *Lynnette C. Offner*
Name: LYNNETTE C. OFFNER
Title: Eastern Reg. Mgr

By: _____

Name: _____

Title: _____

Executed on this 30TH day of JUNE, 2010.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Three (3)

DESCRIPTION OF CARS: 5165 cubic foot capacity pressure differential covered hopper
cars equipped with trough hatches, gravity gates and 263,000 lbs
GWR.

CAR NUMBERS: FURX 893900
FURX 893901
FURX 893902